75¢
11
MAR
02475

APPROVED BY THE COMICS CODE AUTHORITY

#11 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

THE FACE OF DOOM

© 2011 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM

Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! After many epic battles, the heroes led by *Captain America* had conquered all who opposed them — all save one. And now, that one, *Doctor Doom* stands before them, glowing with power great enough to destroy the entire universe!

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

...AND DUST TO DUST!"

THE BEYONDER IS DEAD--AND THE POWER WHICH ONCE WAS HIS IS NOW MINE! I, VICTOR VON DOOM, AM THE MIGHTIEST BEING IN THIS...OR ANY UNIVERSE!
I COULD DESTROY YOU ALL WITH BUT A THOUGHT--
JIM SHOOTER -- WRITER
MIKE ZECK -- PENCILER
JOHN BEATTY -- INKER
JOE ROSEN -- LETTERER
NELSON YOMTOV -- COLORIST
TOM DEFALCO -- EDITOR

© 2011 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

--AND I SUPPOSE THAT IS WHAT YOU EXPECT!
YEAH! SO WHAT ARE YOU WAITIN' FOR?
DO NOT GOAD HIM, WOLVERINE! SOMETHING TELLS ME HE CAN DO IT!
LET US *STRIKE*, THEN --BEFORE HE HAS A CHANCE!
NO! LET'S HEAR HIM OUT!
JUST STAND READY! DON'T DO ANYTHING TILL I GIVE THE ORDER!
MY SPIDER-SENSE WOULD BE TINGLING IF DOOMSIE MEANT TO KILL US--!
I CONCUR THAT HE MEANS US NO HARM, SPIDER-MAN! THOUGH THE SHEER ENERGY OF HIS MENTAL PROCESSES BLOCKS MY TELEPATHIC PROBING, I SENSE NO AURA OF MALICE ABOUT HIM!

SPEAK TO US, DOOM! WE FEAR THEE NOT!
LISTEN WELL, THEN...I SHALL SPEAK TO YOU BUT ONCE, FOR GREATER THINGS BECKON ME!

MEANWHILE...
WHAT DO YOU MAKE OF *THIS*? DOOM'S TALKIN' REAL FRIENDLY TO CAPTAIN AMERICA AND HIS PALS!
WHAT HAPPENED TO HIM? WHY IS HE *GLOWING* LIKE THAT?
WHO KNOWS? DOOM'S TRICKS ARE MANY!
YEAH... LIKE SELLING OUT!

WE HAVE *ALWAYS* BEEN DISPOSABLE-- PAWNS TO BE EXPLOITED AND SACRIFICED AS EXPEDIENCY DICTATES! BAH! I'D LIKE TO TEAR HIM LIMB FROM LIMB!

BUT YOU WON'T, OCTOPUS! DOOM IS TOO MUCH FOR YOU-- EVEN WITHOUT THE AID OF HIS NEW FRIENDS! YOU ARE A ***PRACTICAL*** MORTAL WORM!

AND I? I ADMIRE TREACHERY! THE ENCHANTRESS IS MERELY ***AMUSED*** ...FOR THE NONCE!

I SAY WE SHOULD BASH HIS SKULL IN!

US AND WHAT ARMY? I'M TIRED OF GETTING MY BUTT KICKED!

LOOK, I THINK CAPTAIN AMERICA AND HIS JERK-SQUAD WENT AN' FORGOT THAT THEY LET US OUT OF THE SLAMMER WHEN THEY THOUGHT THE BUILDING WAS GONNA COLLAPSE!* I SAY WE SCRAM WHILE WE HAVE THE CHANCE!

*LAST ISSUE.

WHERE ISSS *KLAW*? KLAW WOULD KNOW WHAT TO DO! KLAW ISS VERY WISSSE! KLAW ISS LIZARD'S FRIEND!

I'M ALWAYS GAME FOR A FIGHT! WHATTA YOU THINK, LEGS? YOU WANNA NAIL SPIDER-MAN FOR PUNCHIN' OUT YOUR LAMPS BEFORE?

NO! NO... I...

WHATSAMATTER? YOU GONNA LET ONE LITTLE THRASHING GET YOU DOWN? C'MON! YOU'RE *TITANIA*-- STRONGEST BROAD ON WHATEVER PLANET THIS IS!

I WISH I HAD YOUR *ABSORBING MAN* POWERS, CRUSHER! NOTHING CAN HURT YOU, REALLY...

I DON'T KNOW WHAT TO THINK, OWIE! DOOM IS THE ONE WHO MADE ME INTO *VOLCANA* WHICH IS WONDERFUL-- BUT, GEE, HE DOES SEEM TO BE DOUBLE-CROSSING US!

AND I HAD SUCH FAITH IN HIM! I BELIEVED IN HIM! I--I'M FURIOUS!

NOW, OWIE, REMEMBER, YOUR ANALYST SAID IT WASN'T GOOD TO GET OVERWROUGHT!

I DON'T CARE WHAT SHE SAID! I'M GOING TO *KILL* THAT LYING, TWO-FACED, ROTTEN FINK!

DO YOU HEAR ME, DOOM? THE *MOLECULE MAN* IS GOING TO *KILL* YOU!

OWIE! DON'T--! WAIT--!

YOUR NEW FRIENDS WON'T SAVE YOU, TRAITOR!

THERE! NOW THAT I'VE TOSSED THEM OUT OF THE WAY--ALONG WITH SEVERAL BILLION TONS OF THE PLANET'S CRUST--IT'S JUST YOU AND ME!

I'M GOING TO *OBLITERATE* YOU!

YOU THINK I WON'T, DON'T YOU? YOU THINK I'M JUST--JUST A WIMP OR SOMETHING! WELL, MAYBE I AM... BUT NOW YOU'VE MADE ME *ANGRY*--ANGRY ENOUGH TO DESTROY YOU!

AND I HAVE THE POWER TO DO IT! YOU KNOW THAT! I CONTROL *ALL MOLECULES*--EXCEPT LIVING ONES, OF COURSE--BUT STILL, I'M *SO* POWERFUL...

INDEED, YOU ARE! MORE THAN YOU REALIZE! LET ME *SHOW* YOU!

BEHOLD--! THE FOUNDATIONS OF ETERNITY-- THE INTERTWINING OF ENERGIES WHICH IS THE BASIS OF ALL THAT IS!

HUH?

ALL THINGS, NOW, ARE KNOWN UNTO DOOM... AND THE SECRETS OF THE UNIVERSE HAVE BEEN LAID BARE TO ME!

I GIVE YOU THIS AS A GIFT-- THIS INSIGHT INTO THE INTRICATE SIMPLICITY OF EXISTENCE!

INSIDE YOU IS GREAT POWER! KNOW YOU THIS-- OF ALL THE GREAT AND MIGHTY IN THE UNIVERSE, ***YOU*** ARE THE MIGHTIEST-- SAVE FOR DOOM!

THINK! EVERY MOLECULE, EVERY IOTA OF MATTER IN THE COSMOS ANSWERS TO YOUR WHIM! AND ALL THE FORCES WHICH GOVERN SUBSTANCE BEND TO YOUR WILL-- FOR MATTER AND ENERGY ARE ONE AND THE SAME!

THE ONLY LIMITS ON YOUR POWER ARE THOSE WHICH YOU HAVE IMPOSED UPON YOURSELF, SUBCONSCIOUSLY BECAUSE OF SELF-DOUBT... SELF-HATE... ***FEAR!***

OPEN YOUR MIND TO THE MAJESTY OF YOUR POWER, OWEN REECE! ACCEPT YOUR DESTINY... AND FEAR NO MORE!

I-- I ***CAN*** CONTROL ORGANIC MOLECULES! I CAN DO... ANYTHING!

MOLECULE MAN! WHAT HAPPENED?

HE-- HE HELPED ME... WITH A-- A MENTAL BLOCK I HAD...THEN HE LEFT! HE JUST SOARED AWAY INTO THE SKY!

BUT, IT'S OKAY! WE CAN GET ALONG WITHOUT DOCTOR DOOM LEADING US ANYMORE! I'LL TAKE CARE OF US!

YOU--? ***YOU?!!***

HEY, MEATHEAD--! YOU SAW WHAT HE DID! YOU REALLY WANNA CROSS HIM?

ALL RIGHT, SO YOU'RE IN CHARGE! WHAT DO WE DO NOW?

HMM... THERE'S SO MUCH TO THINK ABOUT! I'M NOT SURE... EXCEPT THAT WE'LL NEED FOOD AND SHELTER! AFTER WE TAKE CARE OF THAT, WE CAN PLAN WHAT TO DO NEXT!

WE COULD GO TO *MY* PLACE, OWIE..!

OKAY!

SECONDS LATER...

IT'S JUST AMAZING WHAT YOU CAN DO, OWIE, DARLING!

THIS IS NOTHING! WAIT'LL YOU *SEE* SOME OF THE THINGS I'M GOING TO DO NOW THAT I'M NOT AFRAID ANYMORE! YESSIREE! AT LAST, I'M ACCEPTING MY DESTINY!

MEANWHILE, ON THE FRINGES OF SPACE, AS CAPTAIN AMERICA'S GALLANT BAND REGROUPS...

WOW! WHEN THE MOLECULE MAN WANTS TO BE RID OF YOU, HE LETS YOU KNOW!

GET US DOWN INTO DENSER AIR QUICKLY, IRON MAN, BEFORE WE SUFFOCATE UP HERE!

LATER, AT THE BATTERED RUINS OF THE FORTRESS NAMED DOOMBASE...

NO TELLING WHERE DOOM WENT! I'VE TRIED SEARCHING PSIONICALLY FOR HIM--

--BUT I HAVEN'T FOUND A TRACE!

THANKS ANYWAY, PROFESSOR XAVIER!

REED, WHAT DOES ALL OF THIS MEAN?

HONESTLY, CAP, WITHOUT MORE DATA...

HUH! SOME BIG GENIUS *YOU* ARE!

OH, SHUSH, HULK! MY GOODNESS! YOU'RE GETTING NASTIER AND NASTIER, LATELY!

LET'S GO OVER WHAT WE *KNOW*...

"WE WERE BROUGHT HERE BY A BEING OF UNIMAGINABLE POWER--ENOUGH TO SIMPLY WIPE AWAY AN ENTIRE GALAXY! HE ISSUED A *CHALLENGE*

I AM FROM BEYOND! SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS! NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

"THAT WAS ALL DOOM AND HIS ILK HAD TO HEAR! THEY ATTACKED US...AND WE FOUGHT BACK!

"BUT DOOM'S AMBITIONS WERE EVEN GREATER THAN WE REALIZED! HE CONTRIVED AN ELABORATE PLAN TO ATTACK THE BEYONDER HIMSELF--!

AND, APPARENTLY, HE *WON*! SOMEHOW HE KILLED THE BEYONDER--AND USURPED HIS POWER!

AYE... AND NOW DOOM IS NIGH OMNIPOTENT!

THAT'S... SCARY, THOR! IT GIVES ME CHILLS...

IT'S SMALL COMFORT, WASP, BUT AT LEAST DOOM IS ALL WE HAVE TO WORRY ABOUT! THE MOLECULE MAN AND THE OTHER SUPER-CRIMINALS HAVE APPARENTLY FLED TO SOME DISTANT PART OF THE PLANET!

NO SIGN OF DOOM, NO SIGN OF HIS EX-LACKEYS... BAH! GIVE ME *SOMEBODY* TO SMASH!

HEY! CAREFUL, HULK! THIS PLACE ISN'T TOO STURDY ANYMORE!

HUNDREDS OF MILES DISTANT ON THIS PATCHWORK PLANET, CONSTRUCTED BY THE BEYONDER FROM BITS AND PIECES OF THOUSANDS OF OTHER WORLDS, LIES A SIX-SQUARE-MILE CHUNK RIPPED FROM THE PLANET **EARTH**--

-- SPECIFICALLY, A SUBURB OF **DENVER, COLORADO**, COMPLETE WITH ITS TERRIFIED POPULACE--

--AND, NOW, IN THE MODEST APARTMENT OF MARSHA ROSENBERG, AKA **VOLCANA**, ELEVEN BEINGS OF AWESOME POWER...

I WISH I COULD OFFER YOU ALL SANDWICHES, BUT THERE'S NO ELECTRICITY, AND EVERYTHING'S SPOILED...NO WATER, EITHER!

I'LL FIX THAT LATER, MARSHA! RIGHT NOW, LET'S DISCUSS OUR OPTIONS!

I DUNNO WHAT'S GOIN' ON WITH DOOM, THE BEYONDER, OR HIS STUPID CONTEST--BUT I DON'T GIVE A HOOT ANYMORE! ME AN' LEGS, ALL WE WANNA DO IS GO **HOME!**

I THINK THAT'S THE WAY EVERYBODY FEELS, LOVEY! BUT... HOW COULD WE GET HOME? WE MUST BE A LONG WAY FROM COLORADO!

IF YOU WANT TO GO HOME, THEN GO HOME WE SHALL!

YEAH? HOW?

YOU'LL SEE...

AN INSTANT LATER...

LOOK! LOOK! SOMETHING'S CLOSING OFF THE SKY!

THE GROUND'S SHAKING, TOO! WHAT'S HAPPENING? WHAT NOW?!

AND, AT DOOMBASE...

REED! DID YOU FEEL THAT-- THAT RUMBLING?

YES! IT APPEARS THAT THE SUBURB OF DENVER THE BEYONDER BROUGHT HERE...IS LEAVING--!

THE WORK OF THE MOLECULE MAN, I SUSPECT!

WHAT?!

YOU MEAN IT'S JUST-- JUST FLOATING OFF INTO SPACE?

I-- I HAVE FRIENDS THERE! GOOD FRIENDS! WHAT'LL WE DO?

NOTHING! THERE'S NOTHING WE CAN DO, SPIDER-WOMAN!

EXCEPT SLEEP! WE MIGHT AS WELL JUST SACK OUT AND TRY TO FIGURE THIS ALL OUT IN THE MORNING!

HOURS LATER, IN THE SHADOWED CHAMBER OF THE X-MAN CALLED COLOSSUS...

"SLEEP," HE SAID! HUH! HE COULD NOT HAVE ISSUED AN ORDER MORE DIFFICULT TO OBEY!

I AM SO WEARY...BUT THE ACHE IN MY HEART-- AND THE GNAWING EMPTINESS IN MY SOUL, THEY DRIVE AWAY SLEEP! I CAN DO NOTHING BUT THINK THOUGHTS OF HER...

...OF MY ZSAJI!

HMMPH! THESE ARE A LOVE-SMITTEN SCHOOLBOY'S THOUGHTS! BUT THAT IS HOW I FEEL...YET...IT IS FAR DEEPER THAN THAT! MY LOVE FOR HER IS EVERYTHING! THE ONLY THING!

YET, TO HER, I AM JUST ANOTHER SOLDIER IN THIS CURSED WAR!

I--I CANNOT BEAR IT! NOT A SECOND LONGER!

MINUTES LATER, A TINY SKY-SLED QUIETLY DEPARTS FROM ONE OF THE CAVERNOUS HANGARS...

THANK THE STARS THE CONTROLS OF THIS MACHINE ARE NOT TOO DIFFICULT!

I AM COMING, MY LOVE!

AS COLOSSUS SOARS ACROSS THE STARLESS SKY, INTENT UPON HIS OWN CONCERNS, HE DOES NOT NOTICE A SMALL FLICKERING POINT OF RADIANCE STREAKING DOWN FROM THE HEAVENS TOWARD DOOMBASE...

SILENTLY, IT ENTERS THE COMPLEX, APPROACHING THE SLUMBERING HULK--

--AND...

MOMENTS LATER, IN A NEARBY CORRIDOR...

WHO'S THERE? WHO IS THAT?

OH...IT'S YOU, DOCTOR BANNER...OR DO YOU PREFER BEING CALLED "HULK"?

COULDN'T YOU SLEEP, EITHER? I WAS THINKING ABOUT THOSE POOR PEOPLE OUT THERE ON THAT CHUNK OF DENVER...

HULK?

WHOA! SOMETHING'S WRONG HERE! IS HE *SLEEPWALKING*?

HULK? HULK, *WAKE UP!*

WOW! HE'S *REALLY* OUT OF IT!

HE ISN'T LIKELY TO HURT *HIMSELF*, BUT WHAT IF HE STEPS ON SOMEBODY?! I'D BETTER RESTRAIN HIM-- AND THEN GET HELP!

THE EYES OF THE ADVENTURER CALLED SPIDER-WOMAN NARROW AS SHE CONCENTRATES...

THEN, EERILY, STRANDS OF SHEER PSIONIC FORCE RADIATE AROUND HER--

--AND SHE WEAVES...

SECONDS LATER...

HE'S STILL LUMBERING ALONG...OBLIVIOUS TO MY WEB! GOOD!

GOT HIM!

HE'S... *STRONG!*

FOR SOMEONE WHO'S ASLEEP, HE'S A REGULAR SHERMAN TANK!

HOLD HIM... *HOLD* HIM! COME ON! I'VE GOT TO *HOLD* HIM!

÷UHH!÷ NO GOOD! HE KEPT REDOUBLING THE PRESSURE! I COULDN'T MAINTAIN--!

HULK! *HULK!* COME ON, MAN, *WAKE UP!*

HEY--! *OWW!*

THE HULK SLUMPS TO THE FLOOR, ONCE AGAIN LOST IN PEACEFUL SLUMBER--WHILE SPIDER-WOMAN RISES, THOUGH UNCONSCIOUS, AND CONTINUES DOWN THE CORRIDOR ANIMATED BY A WILL NOT HER OWN...

MOMENTS LATER, LIKE A HUNTER SEEKING PREY, SHE SILENTLY STALKS ACROSS WHAT WAS ONCE THE LABORATORY OF DOCTOR DOOM...

SHE PASSES BELOW THE GLIMMERING REMAINS OF CAPTAIN MARVEL, WHO WAS CAUGHT SPYING ON DOOM AND WAS FROZEN BY HIM IN HER LIGHT-FORM--TRAPPED AS A LIVING HOLOGRAM!

CLOSER AND CLOSER SHE CREEPS TOWARD HER GOAL--THE DISEMBODIED HEAD OF KLAW!

SHE SLIPS PAST THE **MACHINE**, BUILT BY DOOM FROM KLAW'S DISSECTED BODY, WHICH ABETTED DOOM'S RISE TO POWER ON A COSMIC SCALE...

COMPOSED OF SOLIDIFIED SOUND ENERGY, KLAW IS UNDISCOMFITED BY DECAPITATION, AND DOZES PEACEFULLY...

EVER NEARER, SHE CREEPS...

BUT, SUDDENLY...

L-LIGHT--! OH...NO!

EEEEEEE

THAT'S... SPIDER-WOMAN'S VOICE!

SECONDS LATER...

...I DON'T KNOW, CAP! I JUST *WOKE UP* HERE-- JUST IN TIME TO SEE DOOM! HE CAME FOR *KLAW!* I SAW HIM REASSEMBLE KLAW--AND TAKE HIM AWAY! HE RESTORED CAPTAIN MARVEL, TOO--! LIKE AN AFTERTHOUGHT!

WOW... I FEEL WEIRD! THERE'S A BUZZING IN MY HEAD THAT WON'T QUIT--JUST SORT OF IN THE BACKGROUND...

MAYBE YOU WERE SLEEPWALKING--LIKE I MUST HAVE BEEN! I WOKE UP IN THE HALL!

MAYBE...

DID DOOM *SAY* ANYTHING?

NO... BUT HE LEFT *THAT!*

TALK ABOUT AN ENGRAVED INVITATION--!

YOU ARE SUMMONED TO THE TOWER OF DOOM AT DUSK TOMORROW.

WHAT TOWER? WHAT'S HE TALKING ABOUT?

OFFHAND, I'D SAY...

AT THAT MOMENT, DEEP INSIDE THE FOREBODING TOWER...

DO YOU LIKE MY TEMPORARY QUARTERS, KLAW? THIS IS THE THRONE ROOM...ACTUALLY, ITS ONLY PURPOSE IS TO IMPRESS OUR "GUESTS" TOMORROW...

NICE! ICE, ICE, ICE... I GATHER THAT YOUR PLANS WORKED OUT!

YES...HMM... ONCE I WOULD HAVE PROUDLY SAID, "OF COURSE!" NOW...WELL...I AM NOT AS I ONCE WAS!

I SUPPOSE YOU'RE A LOT LIKE *ME* THEN!

...MUST BE *THAT!*

HOLY--! THAT THING MUST BE TWO HUNDRED MILES HIGH! AND HE MUST'VE BUILT IT FROM NOTHING ...IN ALMOST NO TIME!

OH? HOW SO?

I TOLD YOU ONCE--! I *AM* MY WILDEST DREAM! DREAM! EEM, EEM, EEM...

I SHALL *MISS* DREAMING...

ARE YOU *TIRED*, DOOM? DOES A GOD GET TIRED? WILL YOU SLEEP NOW?

NO! I DO NOT NEED SLEEP ANYMORE! AND FURTHERMORE--I *DARE* NOT SLEEP!

I JUST WANT TO REST FOR A MOMENT --I WANT TO DRAW IN THIS POWER... *CONTAIN* IT...SHUT IT *OFF*... AND REST!

YOU'VE STOPPED GLOWING! GLOW, OH, OH...

STAND WATCH, KLAW! I MUST NOT SLEEP!

MEANWHILE, AT THE RUSTIC, ALIEN VILLAGE WHICH WAS ONCE THE HEROES' BASE--

--IN HER HUT, THE HEALER-WOMAN CALLED ZSAJI STIRS, AS A NOISE, A KNOCKING DISTURBS HER SLUMBER...

A MASSIVE SILHOUETTE FILLS HER DOORWAY--

--THEN STRIDES PURPOSEFULLY TOWARD HER...

FOR YOU, ZSAJI!

I AM SORRY TO AWAKEN YOU--BUT I DO NOT KNOW WHAT TOMORROW MIGHT BRING! PERHAPS MY DEATH! I COULD NOT FACE THAT WITHOUT TRYING TO LET YOU KNOW HOW MUCH I CARE FOR YOU!

IT... MAY BE THE ONE THING THAT TRULY MATTERS! IT IS EASIER FOR ME TO BELIEVE THAT ALL THIS HAS HAPPENED JUST SO THAT WE MIGHT MEET AND LOVE ONE ANOTHER-- THAN TO BELIEVE THAT I WAS MEANT TO FIND YOU ONLY TO LOSE YOU!

I LOVE YOU, ZSAJI!

SHE CANNOT UNDERSTAND THE WORDS--NONETHELESS, THE ESSENCE IS CLEAR. SHE SMILES... AS THOUGH SEEING HIM FOR THE FIRST TIME.

EIGHTEEN HOURS LATER, AT DOOM-BASE...

WOLVERINE! HAVE YOU SEEN COLOSSUS? IT'S ALMOST TIME TO LEAVE! EVERYONE IS GATHERING IN THE BIG HANGAR!

HE AIN'T HERE, NIGHTCRAWLER ...BUT I KNOW WHERE HE WENT!

BAMF!

YOU MEAN...TO *HER?*

HOW CAN HE BE SO FAITHLESS TO POOR KATYA?

I CAN UNDERSTAND A MAN FOLLOWING HIS HEART--GOING WITH WHAT FEELS RIGHT! THERE'S NO HONOR LOST IN THAT--BUT CAN'T HE SEE THAT THIS OBSESSION OF HIS IS JUST A SIDE-EFFECT OF HER HEALING POWER?

ARE YOU SURE?

YEAH! AND THIS AIN'T THE GIRL NEXT DOOR, EITHER! DIFFERENT WORLD... DIFFERENT CULTURE... WHO KNOWS WHAT LOVE MEANS TO HER? PROBABLY NOT THE SAME AS TO HIM! LOOKS TO ME LIKE IT'S A STANDARD PART OF HER PATIENT-CARE!

SOON...

PROFESSOR X! COLOSSUS IS...

I KNOW!

LAST NIGHT THE DARKNESS WAS THICK WITH VISIONS OF DEATH AND DESPAIR... IT BODES NOT WELL...

DOES THAT MEAN YOU HAD BAD DREAMS? ME, TOO!

I HAD A FEW WHITE-KNUCKLERS MYSELF! A COINCIDENCE-- I HOPE!

ALL RIGHT, LET'S MOVE OUT!

SHORTLY...

WELCOME TO THE TOWER! IT IS THE APPOINTED HOUR! LET ME SHOW YOU TO THE ROOM...WHERE WAITS *DOOM!* OOM, OOM, OOM...

SOON...

GREETINGS! DO ANY HERE DOUBT THAT I WIELD THE POWER OF THE BEYONDER?

WE BELIEVE IT, DOOM, BUT...SO WHAT? IT CHANGES NOTHING AS FAR AS I'M CONCERNED!

MUCH HAS CHANGED, CAPTAIN AMERICA! MUCH INDEED! FOR, WHEN I USURPED THE BEYONDER'S POWER, SLAYING HIM--IN A WAY, DOOM DIED AS WELL!

NOW, I AM ALL-POWERFUL! I HAVE NOTHING TO PROVE TO LESSER CREATURES--AND NONE ARE MY EQUAL! I AM COMPLETE...SERENE IN MY OMNIPOTENCE! THE DARK, SEETHING DESIRES WHICH ONCE DROVE AND SHAPED DOOM ARE NO MORE!

NOTHING IN THIS UNIVERSE--NOTHING OF WHICH YOU CAN *CONCEIVE*, NO MATTER HOW COSMIC IN SCOPE--COULD POSSIBLY MERIT MY ATTENTION! FOR AS ETERNITY IS TO YOU...I AM TO ETERNITY!

I HAVE TRANSCENDED ALL CONCERNS OF THIS PLANE OF EXISTENCE--

--AND, YET...WE HAVE UNFINISHED BUSINESS! LOOSE ENDS, IF YOU WILL, LEFT OVER FROM MY MORTAL LIFE!

I CANNOT UNDO ALL OF THE EVIL WORKS OF MY LIFE WITHOUT UNRAVELING A GREAT DEAL OF THE FABRIC OF REALITY, CAUSING ENORMOUS UPHEAVALS IN THE TIME/SPACE CONTINUUM--!

I CAN, THOUGH, EASILY SET RIGHT SOME OF THE CRIMES OF THESE FEW DAYS PAST...

FIRST, I SHALL RESTORE ONE WHOM I HAD *DISINTEGRATED!**ATOM BY ATOM I SHALL RE-CONSTRUCT HIM!

--YOU REALIZE THAT KANG IS ESSENTIAL TO... YOUR...PLANS...

WHERE *AM* I?

*ISSUE#4.

NOW, I RETURN HIM WHENCE HE CAME--TO HIS HOME!

BUT...HE WAS *DEAD!* HOW--?!

DEAD... AS YOU COMPREHEND DEATH, CAPTAIN AMERICA! BUT THERE IS MORE TO LIFE AND DEATH THAN IN YOUR PHILOSOPHY!

GALACTUS, WHOM I LEFT DRIFTING HELPLESSLY IN SPACE*HAS ALREADY BEEN FOUND AND AIDED BY HIS HERALD -- THE FEMALE CALLED *NOVA!*

WHICH LEAVES ONLY YOU!

I WISH TO GRANT YOU A *BOON*...AS A GESTURE TO ATONE FOR THE SUFFERING YOU HAVE ENDURED AT MY HANDS! STATE YOUR DESIRE...ANY-THING! AND IT SHALL BE YOURS!

*ISSUE#10.

I THINK HE'S SERIOUS!

WHY DON'T WE ASK HIM TO GET US HOME?

THAT'S NOT NECESSARY! I CAN GET US HOME!

MAYBE HE CAN FIND *LOCKHEED*, KITTY'S PET DRAGON FOR US! WE HAVEN'T SEEN HIM SINCE THE DAY WE ARRIVED HERE!

YEAH...BAD ENOUGH KITTY'S LOSING COLOSSUS OVER THIS! SHE SHOULDN'T HAVE TO LOSE HER DRAGON, TOO!

HMM... WHAT'S WRONG WITH SPIDER-WOMAN?

WHY IS SHE STARING SO INTENTLY AT *KLAW?* OH, WELL...

WE WANT NOTHING FROM YOU, DOOM! THANKS, ANYWAY!

VERY WELL! OUR DEALINGS ARE ENDED! *FOREVER!* LEAVE, NOW, AS YOU ENTERED!

SOON I SHALL ASCEND TO HIGHER PLANES! UNTIL THEN --AND *MARK* THIS-- I WILL NOT SUFFER ANY DISTURBANCE! GO...AND DO NOT SEEK TO ENTER MY PRESENCE AGAIN, FOR I WILL UTTER-LY DESTROY ANY WHO DARE!

WE READ YOU!

MOMENTS LATER, OUTSIDE...

...EIGHTEEN, NINETEEN, *TWENTY*... WHERE'S SPIDER-WOMAN?

SHE'S NOT HERE!

HMM...DOOM'S VERY AURA NEGATES MY TELEPATHIC POWERS--I CAN'T PROBE *INSIDE* HIS TOWER--BUT I CAN ASSURE YOU SHE'S *NOT* OUTSIDE!

BLAST IT! I THOUGHT I NOTICED HER BEHAVING ODDLY! I SHOULD HAVE KEPT AN EYE ON HER AS WE WERE LEAVING! BUT WHY WOULD SHE REMAIN? WHAT IS SHE TRYING TO PROVE?

I DON'T KNOW...SHE'S RISKING DEATH! SHE MAY ALREADY BE DEAD!

MAYBE NOT... MAYBE NOT *YET!*

I'M GOING BACK IN AFTER HER!

CAP, DON'T! DOOM WILL KILL YOU!

AS LONG AS THERE'S A CHANCE SHE'S STILL ALIVE...I'VE GOT TO GO!

THEN WE'RE *ALL* GOING!

NO! IF I'M NOT BACK IN FIFTEEN MINUTES, *LEAVE!* NO ONE ELSE GOES IN! GOT IT? THAT'S AN ORDER!

MOMENTS LATER, DEEP INSIDE THE VAST CONSTRUCT...

NO APPARENT DEFENSES, NO ALARMS...SO FAR! BUT IF I KNOW DOOM, EVERY CREVICE IN EVERY WALL IS DANGEROUS!

STILL NO DEFENSES...CURIOUSER AND CURIOUSER!

"...HOME WHERE THE BUFFALO ROAM! AND THE DEER AND THE ANTELOPE PLAY! AY, AY, AY..."

THAT'S *KLAW!* SHE WAS STARING AT KLAW--! HMM...

"WHERE SELDOM IS HEARD..."

WHAT THE...

OOPS!

CAPTAIN AMERICA!

WELL...WHAT IS IT THAT YOU WANT?

UH...SPIDER-WOMAN...SHE SEEMS TO BE MISSING! I THINK SHE'S STILL IN HERE SOMEWHERE! MAYBE SHE GOT LOST! I CAME BACK TO LOOK FOR HER!

I SEE! *KLAW!* FIND HER!

THIS...WASN'T WHAT I EXPECTED FROM SOMEONE WHO HAS TRANSCENDED HUMANITY! I KEEP EXPECTING SOMEONE TO SAY, "PAY NO ATTENTION TO THE MAN BEHIND THE CURTAIN!"

THOSE PORTRAITS --YOUR *MOTHER*, PERHAPS?

VERY PERCEPTIVE, CAPTAIN...

MEANWHILE...

SPIDER, IDER, IDER-WOMAN, OMAN, OMAN!

WHERE IS SHE? WHERE COULD SHE BE?

YEOWLP! WHAT'S THIS?

HEY! YEEEK!

UHH...

SPIDER-WOMAN SLUMPS TO THE FLOOR, LOST IN PEACEFUL SLUMBER --WHILE KLAW RETURNS WHENCE HE CAME, ANIMATED, AT FIRST, BY A WILL NOT HIS OWN--

--BUT WITH EACH STEP HE TAKES, THE ALIEN FORCE GUIDING HIM RETREATS INTO HIS SUBCONSCIOUS, SURRENDERING CONTROL BACK TO KLAW--UNTIL IT IS MERELY A SLIGHT BUZZ-ING LURKING IN BACK OF HIS MIND.

SO...YOUR MOTHER'S "SPIRIT ESSENCE" IS HELD CAPTIVE BY THIS DEMON... *MEPHISTO*--AND YOU INTEND TO LIBERATE HER SPIRIT...

IS THAT LITTLE ENOUGH TO ASK? LITTLE ENOUGH SELF-SOLICITUDE--? TO FREE MY MOTHER'S SOUL FROM ENDLESS TORMENT AT THE HANDS OF AN EXTRA-DIMENSIONAL DEMON!

AFTER THAT...IT IS AS I SAID-- NO AFFAIR OF MEN--OR DEMONS--COULD POSSIBLY GAIN MY NOTICE!

CONQUEST...DOMINION... THESE ARE THINGS WHICH NO LONGER HOLD MEANING FOR ME! RULING THIS ENTIRE UNIVERSE WOULD BRING ME AS MUCH SATISFACTION, PER-HAPS, AS RULING A WATER DROPLET FULL OF AMOEBA WOULD BRING YOU!

YOU LOOK PRETTY HUMAN TO ME NOW, DOOM!

IT IS FOR YOUR PROTECTION THAT I KEEP THE POWER *CON-TAINED*--COMPLETELY BOTTLED UP INSIDE ME--LEST AN IN-ADVERTENT FLICK OF MY FINGER SHOULD DESTROY A SOLAR SYSTEM, OR WIPE OUT AN INTER-GALACTIC CIVILI-ZATION!

WHILE I LINGER ON THIS PLANE, I AM LIKE A GIANT ON A WORLD OF ANTS! EVERY SLIGHT MOVEMENT I MAKE CAN SEAL THE DESTINIES OF MILLIONS!

I... DO NOT *WISH* TO DESTROY ANYONE!

THEN, I'LL FIND SPIDER-WOMAN... AND TAKE MY LEAVE!

SHE'S OUT IN THE HALL! ALL, ALL, ALL...

WHAT'S GOING ON?

THE INEVITABLE, I FEAR!

MOMENTS LATER...

I-I'M SORRY, CAP! I DON'T REMEMBER ANYTHING! I CAN'T IMAGINE HOW I MANAGED TO FALL ASLEEP IN THERE!

I GUESS I *NEEDED* A NAP! AT LEAST, NOW, MY HEAD ISN'T BUZZING LIKE IT HAD BEEN SINCE LAST NIGHT!

THEY'RE BACK! THEY'RE OKAY!

NO...I SENSE THERE IS MUCH TROUBLING CAPTAIN AMERICA! I SUSPECT HE HAS GRIM NEWS!

LET'S GET OUT OF HERE!

PROFESSOR X, SUMMON COLOSSUS, PLEASE! WE HAVE TO MAKE A DECISION WHICH AFFECTS ALL OF US...AND, PERHAPS THE ENTIRE UNIVERSE! EVERY ONE OF US MUST BE PRESENT!

AND THEN, IN A GLEN NEAR ZSAJI'S VILLAGE, WHERE AN IDYLLIC TIME HAS PASSED ALL TOO QUICKLY--

--SUDDENLY...

COLOSSUS!

COLOSSUS!

GO AWAY, PROFESSOR!

I'M SORRY, BUT THIS IS A CODE RED COMMAND! RETURN TO DOOMBASE--AT ONCE!

(HISS)

I MUST GO, ZSAJI!

BUT, I'LL RETURN! I PROMISE, I'LL COME BACK TO YOU! I LOVE YOU MORE THAN ANYTHING! SOON I'LL BE WITH YOU AGAIN AND THEN, I SWEAR, I'LL NEVER LEAVE AGAIN!

LATER, IN A COUNCIL CHAMBER AT DOOMBASE...

I DON'T UNDERSTAND, CAP! WHAT'S *WRONG* WITH DOOM WANTING TO RESCUE HIS MOTHER'S SPIRIT?

MAYBE NOTHING! UNDER OTHER CIRCUMSTANCES, I MIGHT EVEN VOLUNTEER TO *HELP* HIM! IT SEEMS LIKE A VERY HUMANE... AND *HUMAN* THING TO WANT!

THAT'S WHAT WORRIES ME!

DOOM CLAIMS HE'S *TRANSCENDED* ALL HUMAN DESIRE! WHAT IF HE HASN'T?

WE'VE SEEN THE POWER OF THE BEYONDER--DOOM'S POWER--IN ACTION BEFORE! IT IS *SUCH* POWER THAT EVEN NOW, NOTHING IN THE UNIVERSE CAN TAKE PLACE WITHOUT HIS CONSENT! THAT KIND OF AUTHORITY RIGHTFULLY BELONGS TO... NO MAN!

NO MATTER HOW ENLIGHTENED OR BENEVOLENT HE'S BECOME, FREEDOM TO DO WHAT DOOM ALLOWS IS NOT FREEDOM!

REMEMBER, THE FIRST THING DOOM DID WITH HIS NEWFOUND POWER...

...WAS REPAIR THE SCARS ON HIS FACE! I SEE YOUR POINT!

I'M NOT CERTAIN I'M RIGHT! PERHAPS WE SHOULD ACCEPT DOOM AT HIS WORD ...NOT BORROW TROUBLE...GO ON OUR WAY AND COUNT OUR BLESSINGS!

NO...*NO!* WE'VE GOT TO STOP HIM NOW... BEFORE IT'S TOO LATE! GET HIM TO GIVE UP THIS POWER...

POWER, SCHMOWER! WE'LL JUST KNOCK HIM DOWN TEN PEGS OR SO...

WHAT REED SAYS GOES FOR ALLA US, *FF*'ER'S!

I THINK CAP'S RIGHT! I CAN'T BELIEVE DOOM COULD GIVE UP LORDING IT OVER PEOPLE...OR BLEU CHEESE DIP! NOT FOR LONG! WE'VE GOT TO MAKE A STAND BEFORE HE TAKES THIS SELF-APPOINTED DEITY STUFF TOO FAR!

AYE, WASP!

LET'S GO FOR IT!

I'M WITH YOU, SHE-HULK!

COUNT GOOD OL' HAWKEYE IN--BUT COULD SOMEBODY PLEASE HELP ME MAKE SOME *ARROWS* FIRST?

SHOW ME THE HEADS, MAN--IRON MAN'LL CRACK 'EM!

GEE, I'M HONORED TO BE GIVEN A VOTE! I AGREE!

I'M IN! WHO WANTS TO ARGUE WITH ALL OF YOU HEAVY HITTERS?

WHO COULD KNOW BETTER THAN THE HULK THE DANGER OF TOO MUCH POWER? I SAY FIGHT!

PERHAPS I KNOW BETTER THAN YOU THE TEMPTATION OF *INSIDIOUS* POWER--POWER WHICH CAN BE USED FOR SUBTLE MANIPULATION! WE MUST FIGHT!

I THINK PROFESSOR X SPEAKS FOR ALL OF US X-MEN!

YES!

I AGREE!

STORM SPEAKS FOR HERSELF--BUT I BELIEVE THAT OUR ONLY CHOICE IS TO RESIST DOOM NOW!

YOU SAID IT, LADY!

I, TOO, AGREE! DOOM CANNOT BE TRUSTED WITH SUCH POWER!

COLOSSUS? YOU HAVEN'T SPOKEN YET-- AND YOU'RE THE LAST!

I-- I JUST DON'T KNOW! I MEAN-- WHAT HAS HE DONE TO US? NOTHING! HE MAY *NEVER* HARM US!

HE SEEMS TO BE AN ENTIRELY DIFFERENT BEING THAN HE WAS BEFORE! IF WE STRIKE AT HIM UNPROVOKED --ARE WE NOT THE CRIMINALS?

YOU MAY BE RIGHT, SON! I'M NOT DEAD CERTAIN ABOUT ANY OF THIS! THAT'S WHY IT MUST BE A *UNANIMOUS* VOTE...OR WE DO NOTHING!

DON'T THINK YOU MUST AGREE! THE CHOICE IS YOURS...

KEEP IN MIND, BY THE WAY, THAT IF WE DO DECIDE TO CONFRONT DOOM, IT'S POSSIBLE THAT WE MIGHT BE ANNIHILATED ON THE SPOT BY A BOLT FROM THE BLUE!

IT'S JUST THAT...YOU SEE, I--I FINALLY HAVE FOUND TRUE HAPPINESS-- THE ONE WOMAN IN ALL THE UNIVERSE I LOVE! THE THOUGHT THAT IT MIGHT END...THAT I MIGHT BE KILLED, *NOW*...THAT WE COULD *RUIN* IT ALL UNNECESSARILY--!

AM I BEING SELFISH?

ONLY YOU KNOW THAT, SON!

FORGIVE ME, ZSAJI...

I SAY *YES*...WE FIGHT!

SHRAKKKT!

TO BE CONTINUED--?

SON OF ULTRON